

RECORDATION NO. 26735 FILED

DEC 22 '06 -1 15 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

December 22, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement, dated as of December 22, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Debtor: Kimmins Contracting Corp.  
1501 2<sup>nd</sup> Avenue  
Tampa, FL 33605

Lender: Wachovia Financial Services, Inc  
One First Union Center  
Charlotte, NC 28288-0738

Mr. Vernon A. Williams  
December 22, 2006  
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A description of the railroad equipment covered by the enclosed document is:

22 gondola railcars within the series UNPX 102601 – UNPX 102959 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF SECURITY AGREEMENT**  
**(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY AGREEMENT, dated as of December 22, 2006, by and between KIMMINS CONTRACTING CORP. ("Debtor") and WACHOVIA FINANCIAL SERVICES, INC., (a subsidiary of Wachovia Bank, National Association) ("Lender") is made with reference to the following:

1. Lender has agreed to make available to Debtor certain loans described in that certain Loan and Security Agreement dated as of December 22, 2006 (together with all of the other attachments thereto; collectively, the "Security Agreement"), between Lender and Debtor.

2. Pursuant to the Security Agreement, Debtor grants to Lender a security interest in all of Debtor's right, title and interest in and to (among other things), (a) the Equipment described on Exhibit A attached hereto; (b) any purchase agreement, rental agreement, charter agreement, or other agreement(s) respecting the Equipment, including, but not limited to, Debtor's right to receive, either directly or indirectly, from any party or person, any rents or other payments due under such agreement(s); (c) all additions, attachments, accessories and accessions thereto whether or not originally furnished with the Equipment, and (d) any money or other assets of Debtor which now or hereafter come into the possession, custody, or control of Lender or any Lender Affiliate. In addition, except as prohibited by law, Debtor grants Lender (for itself and any Lender Affiliate) a security interest in all of Debtor's accounts with Lender and any Lender Affiliate.

3. The Security Agreement shall be effective as of the date hereof.

This memorandum of Security Agreement may be executed in any number of Counterparts, each executed counterpart constituting an original, but all together only one Memorandum of Security Agreement.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SECURITY AGREEMENT, to be executed by its duly authorized officer as of the date first above written.

WACHOVIA FINANCIAL SERVICES, INC.  
as Lender

By: Richard F. Seymour  
Name: Richard F. Seymour  
Title: Managing Director

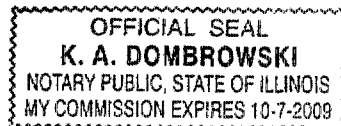
STATE OF ILLINOIS       )  
                                  ) ss:  
COUNTY OF COOK       )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Cook this 20th day of December, 2006 by Richard F. Seymour, as Managing Director of WACHOVIA FINANCIAL SERVICES, INC.

K. A. Dombrowski  
Notary Public

My commission expires: 10/7/09

[Notarial Seal]



IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SECURITY AGREEMENT, to be executed by its duly authorized officer as of the date first above written.

KIMMINS CONTRACTING CORP.  
as Debtor

By: [Signature]  
Name: Larry S. Alexander  
Title: CFO


STATE OF Florida )  
 ) ss:  
COUNTY OF Hillsborough

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Hillsborough this 10<sup>th</sup> day of December, 2006 by Larry S. Alexander CFO of KIMMINS CONTRACTING CORP., a Florida corporation.

[Signature]  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

 Jean C. Burns  
Commission #DD235904  
Expires: Sep 11, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

## EXHIBIT A

MANUFACTURER	DESCRIPTION	CURRENT CAR NUMBERS
Thrall Car	4,400 cubic feet capacity, 100 ton capacity, high side gondolas equipped with rotary couplers	UNPX 102601, 102603, 102630, 102649, 102664, 102673, 102682, 102684, 102730, 102755, 102811, 102858, 102885, 102892, 102898, 102899, 102901, 102935, 102944, 102947, 102949, 102959